

1 told you that?

2 A. Gregory Klink.

3 Q. Who is Gregory Klink?

4 A. He was an attorney for Jones Gregg Creehan &
5 Gerace.

6 Q. Who was the expert that you were going to have
7 review the whole contract?

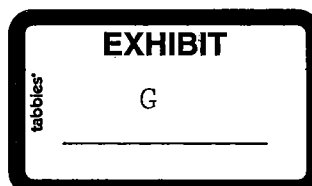
8 A. This Independent Contractor's Agreement?

9 Q. Yes.

10 A. Greg Klink also. And the reason for that is --

11 MR. PETRIKIS: Just be careful that
12 you do not disclose confidential
13 attorney-client communications. I think your
14 answers thus far are appropriate so that
15 Mr. Stein understands your concern relating to
16 the nonprofit aspect of the clinic. I don't
17 want you to talk about substance of
18 conversations with Mr. Klink.

19 THE WITNESS: Sure. Thank you. It
20 was really kind of my feeling that one person
21 needed to review this entire stack of documents
22 because they all fit together just like parts
23 of a machine. And I'm an engineer by
24 education, and I know you just don't change one
25 gear over here on the left without affecting



1 something else on the right. So all of these
2 things needs -- all of these documents needed
3 to integrate together. And that's why --
4 that's why Greg Klink would be reviewing the
5 whole thing.

6 BY MR. STEIN:

7 Q. When did you give them to Greg Klink to review?

8 A. Prior to the March 5th, 1999, meeting
9 initially.

10 Q. How long prior?

11 A. My guess would be about a week prior.

12 Q. Why didn't you wait for Klink's review before
13 you signed it?

14 MR. PETRIKIS: Object to the form.

15 Tom didn't sign it.

16 BY MR. STEIN:

17 Q. Why didn't you wait for Klink to review it
18 before Fred George was authorized to sign it on
19 behalf of ACCG?

20 MR. SANDOW: By it do you mean --

21 MR. STEIN: The Independent
22 Contractor Agreement.

23 MR. PETRIKIS: As it was presented to
24 the board, not as it is in Exhibit 2.

25 MR. STEIN: Well, I'm not accepting

1 any of your qualifications on my question.

2 I've asked him why --

3 MR. PETRIKIS: Then I'm objecting and
4 directing him not to answer. What document are
5 we talking about?

6 MR. STEIN: We're talking about
7 Exhibit 2.

8 BY MR. STEIN:

9 Q. Why didn't you wait until Klink reviewed it
10 before authorizing Fred George to sign it?

11 MR. PETRIKIS: Objection to form.
12 His testimony was that he never authorized Fred
13 George to sign something that has the
14 handwriting from pages 3 through 6. Well,
15 actually page 3 was handwritten on there, but
16 certainly not page 4. So tell him what
17 document you're talking about.

18 MR. STEIN: The document that I'm
19 talking about is whatever document he believes
20 Fred George was authorized to sign.

21 BY MR. STEIN:

22 Q. Why did you have Fred George sign the thing if
23 you were going to have Klink review it?

24 MR. PETRIKIS: Object to the form.
25 You can go ahead and answer.

1 MR. SANDOW: Do you understand the
2 question?

3 THE WITNESS: Yes. The reason was
4 that -- well, first of all, Greg Klink had
5 reviewed prior to this meeting numerous of the
6 documents and actually had prepared --

7 MR. SANDOW: Now we're going to stop.
8 You're getting into attorney-client. Let's
9 take a break so that we can make sure we don't
10 do that.

11 - - - -
12 (There was a recess in the proceedings.)

13 - - - -
14 THE WITNESS: Just to be crystal
15 clear --

16 MR. PETRIKIS: Why don't we have the
17 question read back.

18 COURT REPORTER: Question: Why did
19 you have Fred George sign the thing if you were
20 going to have Klink review it?

21 MR. PETRIKIS: And I object to the
22 form. Go ahead.

23 MR. CORCORAN: I join that objection.
24 Go ahead.

25 THE WITNESS: Well, the bottom line

1 reason is that all of these documents which we
2 were approving needed to be submitted to the
3 state very quickly, either the next day or by
4 the end of the week, or there was a very big
5 time constraint. And these documents had to be
6 submitted on time; otherwise the clinic might
7 not obtain its license to do business in the
8 state.

9 So we intended -- everybody intended
10 on revisiting this at the very next meeting.
11 And the primary reason for that, among other
12 things, was -- but the primary reason was the
13 prices on page 2. I mean, we had all agreed
14 ahead of time that those were plug-in numbers,
15 and we absolutely had to discuss that at the
16 next meeting. So we were going to discuss it
17 at the next meeting anyway. We were going to
18 agree to something on that at the next meeting.
19 So we might as well do the termination at that
20 next meeting and potentially have the entire
21 contract redrafted prior to that meeting.

22 BY MR. STEIN:

23 Q. So you provided the copy of the documents, the
24 Independent Contractor's Agreement and a bunch
25 of other documents, to Mr. Klink?

1 A. Yes.

2 MR. CORCORAN: Wait a minute. That
3 wasn't the testimony.

4 MR. SANDOW: Can we have the question
5 read back?

6 MR. STEIN: What question are we
7 having read back? He answered the question.

8 THE WITNESS: Wait. I want to
9 correct it.

10 MR. SANDOW: I just want to hear the
11 question. Let's have it read back.

12 COURT REPORTER: Question: So you
13 provided the copy of the documents, the
14 Independent Contractor's Agreement and a bunch
15 of other documents, to Mr. Klink?

16 THE WITNESS: Technically I didn't
17 really -- they weren't in my hand to provide
18 them to Mr. Klink. Shayan George actually
19 provided a stack of documents to Mr. Klink in
20 connection, you know, with ACCG. I'm assuming
21 that one of those agreements in that big stack
22 was the Independent Contractor Agreement, but
23 it may not have been.

24 BY MR. STEIN:

25 Q. How did you know --

1 MR. CORCORAN: Wait a minute. I just
2 want to instruct the witness do not assume
3 anything, only what you know. Do not make any
4 assumptions.

5 THE WITNESS: Okay.

6 BY MR. STEIN:

7 Q. How do you know that Shayen George provided a
8 stack of documents to Mr. --

9 A. Do we need to correct it?

10 MR. CORCORAN: Do you want to correct
11 your response, your last response?

12 THE WITNESS: Okay. My response to
13 the last question I am not sure that the
14 Independent Contractor Agreement was in that
15 stack of documents.

16 BY MR. STEIN:

17 Q. How do you know that Shayen George provided a
18 stack of documents to Klink?

19 A. Because I was there.

20 Q. You were there when he provided them to him?

21 A. Yes.

22 Q. You were at a meeting with Mr. Klink and Shayen
23 George when those documents were provided?

24 A. Yes. I was at the meeting with Mr. Sandow, and
25 Shayen George arrived at that meeting about 2

1 hours after that meeting commenced, and then

2 Mr. Klink arrived about 5 minutes after that.

3 Q. Who else was at that meeting?

4 A. Just the four of us.

5 Q. When did that meeting take place?

6 A. Approximately a week prior to the first board
7 meeting, maybe two weeks prior. But I think it
8 was one week prior to.

9 Q. Did Mary White know of that meeting?

10 A. She may have. I don't know.

11 Q. You don't know whether she did or not?

12 A. I really don't know. I assumed that she --

13 MR. CORCORAN: Don't assume.

14 THE WITNESS: There's certainly no
15 reason to hide it from her, but I don't know.

16 BY MR. STEIN:

17 Q. Did anybody tell her about it?

18 A. You would have to ask Shayen George whether he
19 did.

20 Q. So the meeting took place between you,
21 Mr. Sandow, Mr. Klink, and Mr. Shayen George
22 about a week prior to the meeting at which the
23 Independent Contractor Agreement was signed by
24 Fred George?

25 A. A week prior to that meeting, yes.

1 Q. And do you know what the other documents were
2 that were provided to Mr. Klink?

3 MR. PETRIKIS: Object to the form.

4 MR. CORCORAN: Object to the form.

5 What documents are you talking about?

6 MR. STEIN: The stack of documents
7 that he saw being provided to Mr. Klink.

8 MR. PETRIKIS: Object to the form.

9 You can go ahead and answer.

10 A. One of them I know for sure were the corporate
11 bylaws.

12 BY MR. STEIN:

13 Q. What else?

14 A. That's about the only one that I really know
15 for sure about because --

16 MR. SANDOW: You can't talk about the
17 conversation.

18 THE WITNESS: Okay.

19 BY MR. STEIN:

20 Q. Who engaged the services of the Sandow law
21 firm?

22 MR. CORCORAN: Objection.

23 Irrelevant. I'm not going to disclose -- I
24 direct him not to answer as to attorney-client
25 privilege.

1 BY MR. STEIN:

2 Q. Did ACCG hire Mr. Sandow's law firm?

3 MR. CORCORAN: Objection. I direct
4 the client not to answer.

5 MR. STEIN: And the objection is
6 based on what?

7 MR. CORCORAN: Attorney-client
8 privilege and irrelevant.

9 MR. STEIN: Attorney-client privilege
10 with regard to who hired the Sandow firm?

11 MR. CORCORAN: Correct.

12 MR. STEIN: Attorney-client privilege
13 with regard to whether or not ACCG hired --

14 MR. CORCORAN: My objection is
15 attorney-client privilege. I'm not going to
16 get into the substance of it. I will direct my
17 client not to answer. It's beyond the scope
18 and irrelevant.

19 BY MR. STEIN:

20 Q. Are you aware that ACCG paid the Sandow law
21 firm for the review of the documents by
22 Mr. Klink?

23 MR. CORCORAN: Objection. I'll
24 instruct the client not to answer. I request
25 that we go back to the designations that